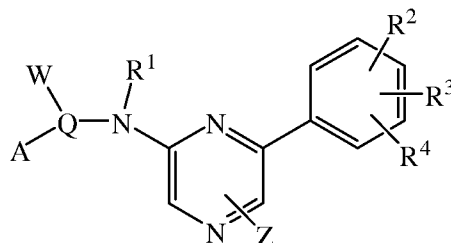


**CLAIMS AS PROPOSED IN 12/8/10 SUBMISSION**

1. (currently amended): A compound of the formula



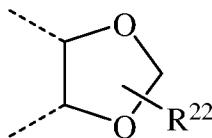
I

or pharmaceutically acceptable prodrugs, salts or stereoisomers thereof, wherein:

$R^1$  is H,  $C_{1-6}$  alkyl,  $C_{1-6}$  alkyl $NR^5R^6$ ,  $C_{1-6}$  alkyl $NR^5COR^6$ ,  $C_{1-6}$  alkyl $NR^5SO_2R^6$ ,  $C_{1-6}$  alkyl $CO_2R^5$ ,  $C_{1-6}$  alkyl $CONR^5R^6$ , where  $R^5$  and  $R^6$  are each independently H,  $C_{1-4}$  alkyl, aryl, hetaryl,  $C_{1-4}$  alkylaryl,  $C_{1-4}$  alkylhetaryl or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S,  $NR^7$  and  $R^7$  is selected from H,  $C_{1-4}$  alkyl;

$R^2$ ,  $R^3$  and  $R^4$  are each independently H, halogen,  $C_{1-4}$  alkyl, OH,  $OC_{1-4}$  alkyl,  $CF_3$ ,  $OCF_3$ , CN,  $C_{1-4}$  alkyl $NR^8R^9$ ,  $OC_{1-4}$  alkyl $NR^8R^9$ ,  $ONR^8R^9$ ,  $NR^8R^9$ ,  $NR^8COR^9$ ,  $NR^{10}CONR^8R^9$ ,  $NR^8SO_2R^9$ ,  $COOR^8$ ,  $CONR^8R^9$ ; and  $R^8$ ,  $R^9$  and  $R^{10}$  are each independently H,  $C_{1-4}$  alkyl,  $C_{1-4}$  alkyl cycloalkyl, or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S,  $NR^{11}$ ; wherein  $R^{11}$  is H,  $C_{1-11}$  alkyl or  $CF_3$ ;

alternatively, two of  $R^2$ ,  $R^3$  and  $R^4$ , when located on adjacent carbon atoms, may be joined to form the ring system



where  $R^{22}$  is H,  $C_{1-4}$  alkyl, or  $CF_3$ ;

$Q$  is  $C_{1-4}$  alkylene;

$W$  is selected from  ~~$C_{1-4}$  alkyl~~  $C_{2-4}$  alkyl,  $C_{2-6}$  alkenyl; where  $C_{1-4}$  alkyl or  $C_{2-6}$  alkenyl may be optionally substituted with  $C_{1-4}$  alkyl, OH,  $OC_{1-4}$  alkyl,  $NR^{15}R^{16}$ ; and  $R^{15}$ , and  $R^{16}$  are each independently H,  $C_{1-4}$  alkyl,  $C_{1-4}$  alkyl cycloalkyl,  $C_{1-4}$  alkyl cyclohetalkyl, aryl, hetaryl, or may be

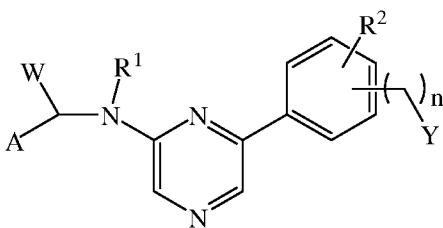
joined to form a 3-8 membered ring optionally containing an atom selected from O, S,  $\text{NR}^{17}$  and  $\text{R}^{17}$  is selected from H,  $\text{C}_{1-4}$  alkyl;

A is aryl, or hetaryl each optionally substituted with 0-3 substituents independently selected from halogen,  $\text{C}_{1-4}$  alkyl,  $\text{CF}_3$ , aryl, hetaryl,  $\text{OCF}_3$ ,  $\text{OC}_{1-4}$  alkyl,  $\text{OC}_{2-5}$  alkyl $\text{NR}^{18}\text{R}^{19}$ , Oaryl, Ohetaryl,  $\text{CO}_2\text{R}^{18}$ ,  $\text{CONR}^{18}\text{R}^{19}$ ,  $\text{NR}^{18}\text{R}^{19}$ ,  $\text{C}_{1-4}$  alkyl $\text{NR}^{18}\text{R}^{19}$ ,  $\text{NR}^{20}\text{C}_{1-4}$  alkyl $\text{NR}^{18}\text{R}^{19}$ ,  $\text{NR}^{18}\text{COR}^{19}$ ,  $\text{NR}^{20}\text{CONR}^{18}\text{R}^{19}$ ,  $\text{NR}^{18}\text{SO}_2\text{R}^{19}$ ; and  $\text{R}^{18}$ ,  $\text{R}^{19}$  are each independently H,  $\text{C}_{1-4}$  alkyl,  $\text{C}_{1-4}$  alkyl cyclohetalkyl, aryl, hetaryl,  $\text{C}_{1-4}$  alkyl aryl,  $\text{C}_{1-4}$  alkyl hetaryl, or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S,  $\text{NR}^{21}$ ; and  $\text{R}^{20}$  is selected from H,  $\text{C}_{1-4}$  alkyl; and  $\text{R}^{21}$  is selected from H,  $\text{C}_{1-4}$  alkyl; and

Z is H or  $\text{C}_{1-4}$  alkyl,

wherein said prodrugs are esters of a free carboxyl or hydroxyl group or amides of a free amino group.

2. (previously presented): A compound according to claim 1 of formula II:



II

or pharmaceutically acceptable prodrugs, salts or stereoisomers thereof, wherein:

$\text{R}^1$  is H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{1-6}$  alkyl $\text{NR}^5\text{R}^6$ , where  $\text{R}^5$  and  $\text{R}^6$  are each independently H,  $\text{C}_{1-4}$  alkyl, or may be joined to form a 3-8 membered ring optionally containing an atom selected from O, S,  $\text{NR}^7$  and  $\text{R}^7$  is selected from H,  $\text{C}_{1-4}$  alkyl;

A is as defined in claim 1;

$\text{R}^2$  is 0-2 substituents independently selected from halogen,  $\text{C}_{1-4}$  alkyl, OH,  $\text{OC}_{1-4}$  alkyl,  $\text{CF}_3$ ,  $\text{OCF}_3$ , CN,  $\text{C}_{1-4}$  alkyl $\text{NR}^8\text{R}^9$ ,  $\text{OC}_{1-4}$  alkyl $\text{NR}^8\text{R}^9$ ,  $\text{CO}_2\text{R}^8$ ,  $\text{CONR}^8\text{R}^9$ ,  $\text{NR}^8\text{R}^9$ ,  $\text{NR}^8\text{COR}^9$ ,  $\text{NR}^{10}\text{CONR}^8\text{R}^9$ ,  $\text{NR}^8\text{SO}_2\text{R}^9$ ; and  $\text{R}^8$ ,  $\text{R}^9$  and  $\text{R}^{10}$  are each independently H,  $\text{C}_{1-4}$  alkyl;

Y is H, OH, NR<sup>12</sup>R<sup>13</sup>; and R<sup>12</sup>, and R<sup>13</sup> are each independently H, C<sub>1-4</sub> alkyl, or may be joined to form a 3-6 membered ring optionally containing an atom selected from O, S, NR<sup>14</sup> and R<sup>14</sup> is selected from H, C<sub>1-4</sub> alkyl;

n = 0-4;

W and prodrug are as defined in claim 1.

3. (currently amended): A compound according to claim 1 wherein W is ~~C<sub>1-4</sub> alkyl~~ C<sub>2-4</sub> alkyl or C<sub>1-4</sub> alkylamino which is a mixture of the compound that possesses *S* chirality at the chiral carbon bearing W, and the compound that possesses *R* chirality at said carbon.

4. (previously presented): A compound according to claim 3 wherein the mixture comprises at least 70% of the compound that possesses *S* chirality at said carbon.

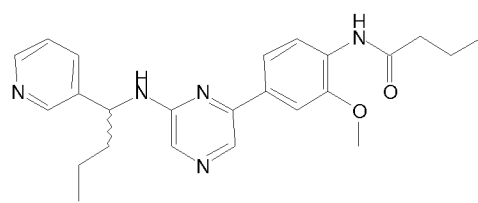
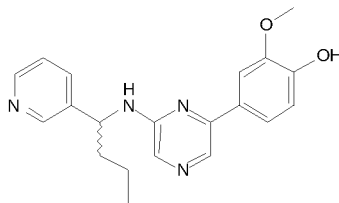
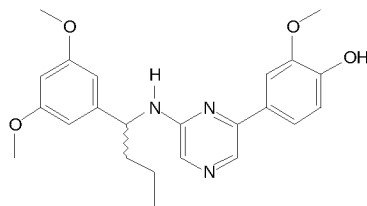
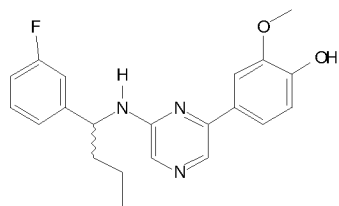
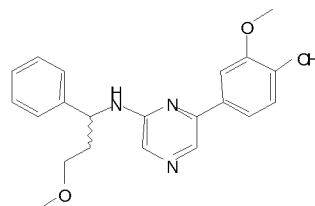
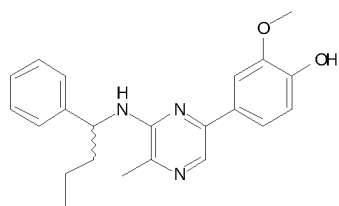
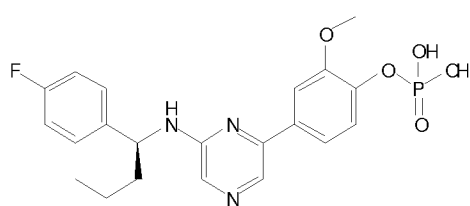
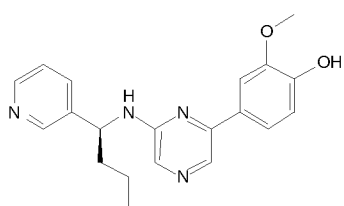
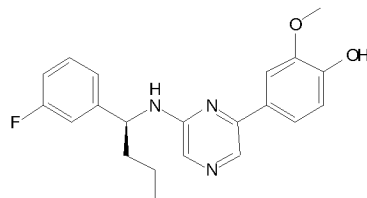
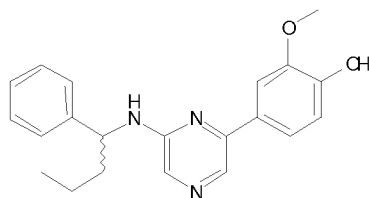
5. (previously presented): A compound according to claim 4 wherein the compound comprises at least 80% of the compound that possesses *S* chirality at said carbon.

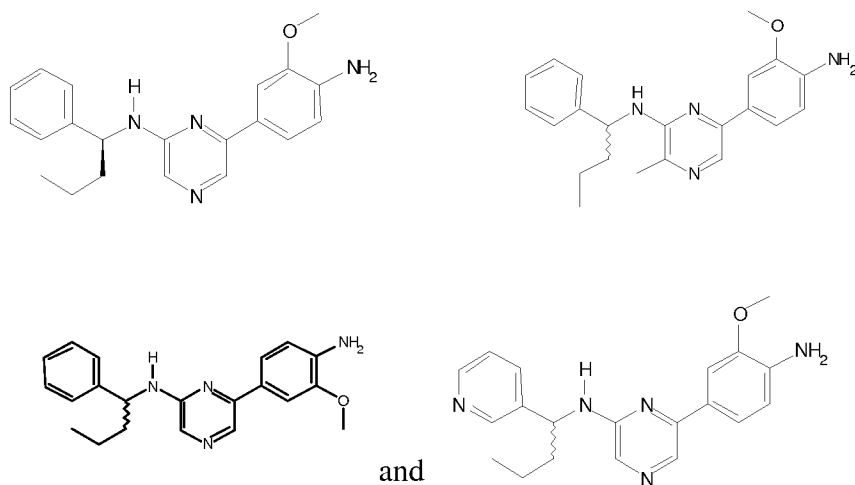
6. (previously presented): A compound according to claim 4 wherein the compound comprises at least 90% of the compound that possesses *S* chirality at said carbon.

7. (previously presented): A compound according to claim 4 wherein the compound comprises at least 95% of the compound that possesses *S* chirality at said carbon.

8. (previously presented): A compound according to claim 4 wherein the compound comprises at least 99% of the compound that possesses *S* chirality at said carbon.

9. (previously presented): A compound according to claim 1 wherein the compound is selected from the group consisting of:





and the salts and stereoisomers thereof.

10. (previously presented): A composition comprising a carrier and at least one compound of claim 1.

11. (withdrawn): A method of treating a hyperproliferation-related disease state in a subject, the method comprising administering a therapeutically effective amount of at least one compound of claim 1 or a pharmaceutical composition thereof.

12. (withdrawn): A method according to claim 11 wherein the hyperproliferation-related disease state is treatable by the modulation of microtubule polymerisation.

13. (withdrawn): A method according to claim 11 wherein the hyperproliferation-related disease state is selected from the group consisting of:

Atopy, such as Allergic Asthma, Atopic Dermatitis (Eczema), and Allergic Rhinitis; Cell Mediated Hypersensitivity, such as Allergic Contact Dermatitis and Hypersensitivity Pneumonitis; Rheumatic Diseases, such as Systemic Lupus Erythematosus (SLE), Rheumatoid Arthritis, Juvenile Arthritis, Sjögren's Syndrome, Scleroderma, Polymyositis, Ankylosing Spondylitis, Psoriatic Arthritis; Other autoimmune diseases such as Type I diabetes, autoimmune thyroid disorders, and

Alzheimer's disease; Viral Diseases, such as Epstein Barr Virus (EBV), Hepatitis B, Hepatitis C, HIV, HTLV 1, Varicella-Zoster Virus (VZV), Human Papilloma Virus (HPV); Cancer, such as fibrosarcoma, myxosarcoma, liposarcoma, chondrosarcoma, osteogenic sarcoma, chordoma, angiosarcoma, endotheliosarcoma, lymphangiosarcoma, lymphangioendotheliosarcoma, synovioma, mesothelioma, Ewing's tumor, leiomyosarcoma, rhabdomyosarcoma, colon carcinoma, pancreatic cancer, breast cancer, ovarian cancer, prostate cancer, squamous cell carcinoma, basal cell carcinoma, adenocarcinoma, sweat gland carcinoma, sebaceous gland carcinoma, papillary carcinoma, papillary adenocarcinomas, cystadenocarcinoma, medullary carcinoma, bronchogenic carcinoma, renal cell carcinoma, hepatoma, bile duct carcinoma, choriocarcinoma, seminoma, embryonal carcinoma, Wilms' tumor, cervical cancer, testicular tumor, lung carcinoma, small cell lung carcinoma, bladder carcinoma, epithelial carcinoma, glioma, astrocytoma, medulloblastoma, craniopharyngioma, ependymoma, pinealoma, hemangioblastoma, acoustic neuroma, oligodendroglioma, meningioma, melanoma, neuroblastoma, and retinoblastoma, and carcinomas forming from tissue of the breast, prostate, kidney, bladder or colon, and neoplastic disorders arising in adipose tissue, such as adipose cell tumors, e.g., lipomas, fibrolipomas, lipoblastomas, lipomatosis, hibernomas, hemangiomas and/or liposarcomas; infectious diseases such as viral, malarial and bacterial infections; vascular restenosis; inflammatory diseases, such as autoimmune diseases, glomerular nephritis myocardial infarction and psoriasis.

14. (canceled)

15. (withdrawn): A method of modulating microtubule polymerisation in a cell which method comprises administering a compound according to claim 1.

16. (withdrawn): A method of modulating microtubule polymerisation in a cell which method comprises administering a compound according to claim 2.

17. (withdrawn): A method of treating a hyperproliferation-related disease state in a subject, the method comprising administering a therapeutically effective amount of at least one compound of claim 2 or a pharmaceutical composition thereof.